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July 7, 2004

Office of International Corporate Finance
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Electrocomponents plc – Exemption pursuant to Rule 12g3-2(b)
promulgated under the Securities Exchange Act of 1934, as amended
SEC File No. 82-34672
Our File No. 018-031-00222

Dear Sir:

Pursuant to the undertaking of Electrocomponents plc, a public limited company incorporated under the laws of England and Wales (the "Company"), to furnish the Securities and Exchange Commission with certain information described in its request for an exemption from Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as more fully set forth in the Company's letter to the Commission dated July 25, 2002, and received by the Commission on July 29, 2002, the Company hereby submits the following:

June 16, 2004

Stock Exchange Announcement – Director Shareholding – Long Term
Incentive Plan – 2001 Awards to RA Lawson, JL Hewitt, I Mason, and
RB Butler

The Company understands that pursuant to Rule 12g3-2(b) the information and document furnished hereby will not be deemed to be "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such information and document constitute an admission for any purpose that the Company is subject to the Exchange Act.

Please acknowledge your receipt of this letter, and of the enclosed material from the Company, by date-stamping the enclosed copy of this letter and returning it to the undersigned in the enclosed stamped, self-addressed return envelope.

If you have any questions or comments, please do not hesitate to contact me at (301) 230-5208.

Very Truly Yours,

SHULMAN, ROGERS, GANDAL,
PORDY & ECKER, P.A.

By: 
Christopher C. Roberts

PROCESSED

JUL 13 2004

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FINANCIAL

Enclosure

cc: Carmelina Carfora,

Company Secretary (w/o enc.)

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REG-Electrocomponents Director Shareholding

RNS Number:6083A
Electrocomponents PLC
07 July 2004

ELECTROCOMPONENTS PLC ('the Company')

Long Term Incentive Plan (the "Plan") - 2001 Awards

Electrocomponents announces the following:

In July 2001, the Remuneration Committee recommended to the Trustee of the Electrocomponents Employee Trust that conditional awards of Electrocomponents 10p ordinary shares ("Shares") be made under the Plan to Mr R. A. Lawson (Chairman), Mr J. L. Hewitt (Deputy Chairman and Group Finance Director), Mr I. Mason (Group Chief Executive) and Mr R. B. Butler (Group Process Officer).

On 7 July 2004, the Remuneration Committee confirmed that in accordance with the terms of the Performance Target set for the Awards granted in July 2001, they have recommended to the Trustee that all the original awards lapse. Following this recommendation the Trustee has confirmed that the awards have lapsed, thereby terminating the interest of the Directors in the shares to which the awards related.

Mr Lawson has an interest in 403,374 Shares, Mr Hewitt has an interest in 75,382 Shares, Mr Mason has an interest in 37,349 Shares and Mr Butler has an interest in 38,349 Shares, together representing less than 0.2% of the issued share capital of the Company.

In addition, as the Trust is a discretionary trust, each of the directors is, together with other employees of the Company and its subsidiaries, a beneficiary of the Trust and therefore interested in all of the shares in the Trust. As at 7 July 2004, there were 308,417 shares in the Trust.

CARMELINA CARFORA

GROUP COMPANY SECRETARY

7 July 2004